

Hearing Date and Time: September 27, 2021 at 10:00 a.m. (Prevailing Eastern Time)

CLEARY GOTTlieb STEEN & HAMILTON LLP

One Liberty Plaza

New York, NY 10006

Telephone: (212) 225-2000

Facsimile: (212) 225-3999

Sean A. O'Neal, Esq.

Luke A. Barefoot, Esq.

*Attorneys for Transform SR Brands LLC*

In re:

SEARS HOLDINGS CORPORATION, *et al*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-23538-RDD

Jointly Administered

**THIRD NOTICE OF ADJOURNMENT OF  
TRANSFORM SR BRANDS LLC'S MOTION TO ENFORCE ORDER**

**PLEASE TAKE NOTICE** that on July 13, 2021, Transform SR Brands LLC

("Transform") filed the *Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

*Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. 9647 (the “Motion”), along with the related *Declaration of Kimberly Black in Support of Defendant’s Motion to Enforce Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief*, ECF No. 9648.

**PLEASE TAKE FURTHER NOTICE** that the Motion established a deadline of July 20, 2021 (the “Initial Objection Deadline”) for parties to object to the relief requested. No objection or request for a hearing with respect to the Motion was timely filed or served by the Initial Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the Court’s direction at the omnibus hearing held on July 27, 2021, the hearing to consider the relief requested in the Motion was previously adjourned to the omnibus hearing to be held on August 24, 2021 at 10:00am (Prevailing Eastern Time).

**PLEASE TAKE FURTHER NOTICE** that Transform filed a *Notice of Adjournment of Transform SR Brands LLC’s Motion to Enforce Order*, ECF No. 9686 (the “First Notice of Adjournment”). The notice extended the objection deadline “solely with respect to Diana M. Arney” to August 3, 2021 at 4:00 p.m. (the “Second Objection Deadline”). *First Notice of Adjournment*. No objection or request for a hearing with respect to the Motion was timely filed or served by the Second Objection Deadline.

**PLEASE TAKE FURTHER NOTICE** that Transform and Ms. Arney subsequently agreed to a further extension of the objection deadline and a further adjournment of

the hearing to consider the relief requested by the Motion.

**PLEASE TAKE FURTHER NOTICE** that Transform filed a *Second Notice of Adjournment of Transform SR Brands LLC's Motion to Enforce Order*, ECF No. 9722 (the "Second Notice of Adjournment"). The notice extended the objection deadline "solely with respect to Diana M. Arney" to August 27, 2021 at 4:00 p.m. (Prevailing Eastern Time) (the "Third Objection Deadline"). *Second Notice of Adjournment*. The notice also adjourned the hearing to consider the relief requested in the Motion to the omnibus hearing to be held on September 27, 2021 at 10:00am (Prevailing Eastern Time). *Id.*

**PLEASE TAKE FURTHER NOTICE** that Transform and Ms. Arney have agreed to another extension of the objection deadline along with agreeing to a deadline for Transform's reply to Ms. Arney's objection.<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider the relief requested in the Motion will be **conducted through Zoom** before The Honorable Robert D. Drain, United States Bankruptcy Judge, on **September 27, 2021 at 10:00 a.m. (Prevailing Eastern Time)** (the "Hearing"). Parties wishing to participate at the Hearing are required to register their appearance by 4:00 PM on September 26, 2021 at <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl>.

**PLEASE TAKE FURTHER NOTICE** that, solely with respect to Ms. Arney, the objection deadline shall be extended to **September 13 at 4:00 p.m. (Prevailing Eastern Time)** (the "Fourth Objection Deadline"). Any such objection shall be in writing; shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District

---

<sup>2</sup> Ms. Arney sought another extension of her objection deadline after her bankruptcy counsel, Michael M. Tannen, Esq., who on information and belief was retained in late July, represented to Transform that he was diagnosed with a case of Covid-19 on August 18, 2021.

of New York; shall be filed with the Bankruptcy Court by the Revised Objection Deadline (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and (b) by all other parties-in-interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable; and shall be served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, ECF No. 405, entered on November 1, 2018 (the “Amended Case Management Order”).

**PLEASE TAKE FURTHER NOTICE** that if an objection is timely filed and served by the Fourth Objection Deadline with respect to the Motion, Transform shall file a reply to such objection by **September 22, 2021 at 4:00pm (Prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** copies of the Motion can be viewed and/or obtained by: (i) accessing the Court’s website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), or (ii) from the Debtors’ notice and claims agent, Prime Clerk LLC, located at One Grand Central Place, 60 East 42<sup>nd</sup> Street, Suite 1440, New York, New York 10165, at <https://cases.primeclerk.com/sears> or by calling +1 212 257 5450. Note that a PACER password is needed to access documents on the Court’s website.

**PLEASE TAKE FURTHER NOTICE** that the relief requested in the Motion may affect your rights. Please read the pleadings carefully and, if you have one available, discuss them with your attorney. (If you do not have an attorney, you should consider consulting with one.)

**PLEASE TAKE FURTHER NOTICE** that if you oppose the relief requested in the Motion, or if you want the Court to hear your position on the Motion, and your objection

deadline has not already passed, then you or your attorney must timely file and serve a response to this notice and attend the Hearing. If you or your attorney do not follow the foregoing steps, the Court may decide that you do not oppose the relief requested in the Motion and may enter orders granting the relief requested.

Dated: August 27, 2021  
New York, New York

/s/ Luke A. Barefoot

Sean A. O'Neal, Esq.

Luke A. Barefoot, Esq.

CLEARY GOTTlieb STEEN & HAMILTON LLP

One Liberty Plaza

New York, NY 10006

Telephone: (212) 225-2000

Facsimile: (212) 225-3999

*Attorneys for Transform SR Brands LLC*